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Oggetto : MARR - The Shareholders' Meeting approves
the 2025 financial statements

Testo del comunicato

Vedi allegato



press release

The Shareholders' Meeting approves the 2025 annual financial statements and the distribution of a gross dividend of 0.47 Euros per share.

Board of Directors and Board of Statutory Auditors appointed.

Luigi Pio Scordamaglia Chairman of the Board of Directors and Francesco Ospitali Chief Executive Officer.

Rimini, 28 April 2026 – The Shareholders' Meeting of MARR S.p.A. (Milan: MARR.MI), the leading company in Italy in the sale and distribution of food and non-food products to the foodservice, today approved the annual financial statements as at 31 December 2025, stating its particular appreciation to the outgoing Chairman, Andrea Foschi, for the work carried out during his term of office.

Main consolidated results for 2025

The MARR Group closed the 2025 financial year with Total Consolidated Revenues of 2,127.4 million euro, up from 2,098.0 million euro in 2024.

Operating profitability for the year, with consolidated EBITDA of 108.8 million euro (120.2 million euro in 2024) and consolidated EBIT of 63.3 million euro (80.7 million euro in 2024), was also impacted by the operational and logistics redesign measures implemented during 2025, aimed at achieving, once the initial start-up phases are over, a recovery in efficiency and an increase in the level of customer service.

These initiatives included: i) the launch of the Castelnuovo di Porto Center-South Platform in April 2025, which, in addition to the initial start-up costs, resulted in temporary cost overlaps with other logistics facilities in Lazio during the year; and ii) the initiation of an insourcing process, through MARR Service S.r.l. (a wholly owned subsidiary of MARR S.p.A.), of internal handling activities; this process accelerated in the final part of the year and was implemented with the aim of directly overseeing internal handling activities and improving the level of service.

Consolidated net profit for the 2025 financial year amounted to 31.0 million euro (42.7 million euro in 2024)

Net Trade Working Capital at December 31, 2025, amounted to 192.5 million euro, compared to 169.2 million euro at the end of 2024. This decrease was also affected by an increase in inventory resulting from the implementation of specific procurement policies.

Net financial debt at December 31, 2025, before the application of IFRS 16, was 203.8 million euro (170.4 million euro at December 31, 2024). After including the effect of IFRS 16, which increased following the lease of the facility for the MARR Center-South Platform, it was 292.6 million euro (237.9 million euro at December 31, 2024).

Financial debt at the end of the 2025 financial year, compared to that at December 31, 2024, is affected by investments of 25.5 million euro, dividends of 38.5 million euro distributed in May 2025 and the purchase of treasury shares during the year totaling 9.8 million euro.

Consolidated shareholders' equity at December 31, 2025, amounted to 328.6 million euro (345.6 million euro at December 31, 2024).



press release

Results of the parent company MARR S.p.A. and dividend distribution

The parent company MARR S.p.A. closed the 2025 financial year with total revenues of 2,077.8 million euro (1,984.4 million euro in 2024) and a net profit of 30.8 million euro (43.0 million euro in 2024).

Today's Shareholders' Meeting approved the distribution of a gross dividend of 0.47 euro (0.60 euro the previous year), with ex-coupon date (no. 21) on May 18, 2026 record date on May 19 and payment on May 20.

The non-distributed profits, the entity of which will be determined on the basis of the treasury shares in the portfolio when the coupons are distributed, will be allocated to the Extraordinary Reserve.

Appointment of the Board of Directors and Board of Statutory Auditors

The Shareholders' Meeting has appointed the new Board of Directors and its Chairman Luigi Pio Scordamaglia, after determining the number of members (set at 7) and also appointed the new Board of Statutory Auditors.

These bodies will remain in office for three financial years and, therefore, until the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2028.

The members of the administrative and control bodies were taken from List No. 1 submitted by the majority shareholder Cremonini S.p.A. and from List No. 2 submitted by a group of institutional investors holder a 4.31% stake in the share capital.

Board of Directors:

Luigi Pio Scordamaglia ⁽¹⁾	Chairman
Giampiero Bergami ⁽¹⁾	Independent
Massimo Bergami ⁽²⁾	Independent
Claudia Cremonini ⁽¹⁾	
Francesco Ospitali ⁽¹⁾	
Lucia Serra ⁽¹⁾	
Susanna Zucchelli ⁽¹⁾	Independent

Board of Statutory Auditors:

Alessandra Dalmonte ⁽²⁾	Chairman of the Board of Statutory Auditors
Andrea Foschi ⁽¹⁾	Standing auditor
Andrea Silingardi ⁽¹⁾	Standing auditor
Davide Muratori ⁽¹⁾	Alternate auditor
Monica Petrella ⁽²⁾	Alternate auditor

(1) List no.1

(2) List no. 2

The Shareholders' Meeting also determined the remuneration for the Board of Directors and for the Board of Statutory Auditors.

The lists and documentation required by the laws in force deposited with the lists, including the curricula vitae of the members of the Board of Directors and Board of Statutory Auditors, are available on the Company website www.marr.it in the governance/shareholders' meeting section.



press release

On the basis of the information available to the Company as of today, the following Directors own shares in MARR S.p.A.: Claudia Cremonini 5,574 shares, Francesco Ospitali 1,000 shares and Lucia Serra 500 shares.

Report on the Remuneration Policy and Remuneration Paid

The Shareholders' Meeting approved the first section (with binding vote) pursuant to Art. 123-ter, paragraph 3-ter of Italian Legislative Decree No. 58 of 24 February 1998, and the second section (with non-binding advisory vote) pursuant to paragraph 6 of the same provision of the Report on the Remuneration Policy and Remuneration Paid.

Authorisation to purchase, sell and dispose of its own shares

The Shareholders' Meeting resolved to authorise the Board of Directors, pursuant to and by effect of the Art. 2357 of the Italian Civil Code and related provisions, to buy back treasury shares of the Company, subject to revocation, for the unexecuted part, of the previous authorization approved by the Shareholders' Meeting of 28 April 2025, for the quantity, at the price, in the terms and in the manner described in the explanatory report on the items on the agenda of the Shareholders' Meeting, available on the Company's website at www.marr.it in the governance/shareholders' meetings section.

The authorization provides for the buy back, including in several tranches, of MARR ordinary shares, up to a maximum number which, taking into account the MARR ordinary shares held in the Company's portfolio from time to time, does not exceed a total of 7.5% of the share capital and, therefore, within the limits of Article 2357, paragraph 3, of the Italian Civil Code for purchases made pursuant to Article 144-bis, paragraph 1, letter c) of the Issuers' Regulations.

MARR currently holds 3,689,703 treasury shares, amounting to approximately 5.55% of the share capital.

First meeting of the Board of Directors

The Board of Directors meet following the Shareholders' Meeting, confirmed Francesco Ospitali as Chief Executive Officer and General Manager.

The Board of Directors also:

- assessed the possession of the requirements of independence as by the law and the Corporate Governance Code of listed companies of the directors: Giampiero Bergami, Massimo Bergami and Susanna Zucchelli;
- acknowledged the independence assessment of the Board of Auditors for its members;
- appointed the Control and Risk Committee and Remuneration, composed solely of Independent Directors, and specifically by Giampiero Bergami and Susanna Zucchelli;
- assigned the duties of the Nominating Committee to the entire Board of Directors.

A summary of the voting and the minutes of the Shareholders' Meeting will be published according to the modalities and terms of the law.



press release

MARR (Cremonini Group), listed on the Euronext STAR Milan segment of the Italian Stock Exchange since 2005, is the leading Italian company in the specialised distribution of food products to the foodservice and is controlled by Cremonini S.p.A..

With an organisation comprising 1,050 sales agents, the MARR Group serves over 55,000 clients (mainly restaurants, hotels, pizza restaurants, holiday resorts and canteens), with an offer that includes over 30,000 food products, including seafood, meat, various food products and fruit and vegetables and a significant offer of private label, sustainable and Made in Italy products (visit [Catalogo MARR](#)).

MARR operates nationwide through a logistical-distribution network composed of more than 40 distribution units, some of which with cash&carry, and uses 1,070 vehicles.

MARR achieved total consolidated revenues in 2025 of 2,127.4 million euros (2,098.0 million in 2024) with a consolidated EBITDA of 108.8 million euros (120.2 million in 2024) and net consolidated profits of 31.0 million euros (42.7 million in 2024).

For further information about MARR visit the company's website at www.marr.it

The manager responsible for preparing the company's financial reports, Antonio Tiso, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to documents, books and accounting records.

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ALTERNATIVE PERFORMANCE MEASURES

In this press release certain non-IFRS measures are presented for purposes of a better understanding of the trend of operations and financial condition of the MARR Group; however, such measures should not be construed as a substitute for the operating and financial information required by IFRS.

Specifically, the non-IFRS measures presented are described below:

- **EBITDA** (Gross Operating Result): this economic indicator is not defined by the IFRS and used by the company's management to monitor and assess its operational performance. The management believes that the EBITDA is an important parameter for measuring the Group's performance as it is not affected by the volatility due to the effects of various types of criteria for determining taxable items, the amount and characteristics of the capital employed and the relevant amortization and depreciation policies. The EBITDA (Earnings before interest, taxes, depreciation and amortization) is defined as the business year Profits/Losses gross of amortizations and depreciations, write downs and financial income and charges, non-recurrent items and income tax.
- **EBIT** (Operating Result): is an economic indicator of the operational performance of the Group. The EBIT (Earnings before interest and taxes) is defined as the business year Profits/Losses gross of financial income and charges, non-recurrent items and income tax.
- **Net financial position** used as a financial indicator of debts is represented by the total of the following positive and negative components of the Balance sheet:
 - Positive short and long term components: cash and equivalents; items of net working capital collectables; financial assets; current financial receivables.
 - Negative short and long term components: payables to banks; payables to other financiers, payables to leasing companies and factoring companies; payables to shareholders for loans.

